



October 14, 1997

FARLEY J. GRAINGER 4309 SALISBURY AVENUE JACKSONVILLE, FL 32216

SUBJECT: REAL VAL, INC. Ref. Number: W97000023462

We have received your document for REAL VAL, INC.. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 297A00050299

DIVISION OF CONFORMATION 97 OCT 20 PM 3:01

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

OIVSECRETARY OF STATE 97 OCT 20. PH 3: 01 OF REAL VAL, INC.

ARTICLE I - NAME

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ARTICLES OF INCORPORATION

The name of this Corporation is REAL VAL, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 4309 Salisbury Avenue, Jacksonville, Florida 32216. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

The Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors is:

Farley J. Grainger

Ronald Moody

Timothy E. Johnson

James Toro

4309 Salisbury Avenue Jacksonville, Florida 32216

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Farley J. Grainger

4309 Salisbury Avenue Jacksonville, Florida 32216

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 637 Park Street, Jacksonville, Florida 32204 and the name of the initial registered agent of this Corporation at that address is Raymond Z. Bateh.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

(SEAL) FARLEY J. GRAINGER Incorporator

DIVISION OF COMPONATION 97 OCT 20, PM 3: 01 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

THE NAME OF THE CORPORATION IS: 1.

REAL VAL, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE **IS**:

RAYMOND 2. BATEH 637 PARK STREET JACKSONVILLE, FL 32204

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

RAYMOND Z. BATE

10-10-97 10/10/97